Management's Discussion and Analysis

As managers of the state of Washington, we offer this narrative overview and analysis of the financial activities for the fiscal year ended June 30, 2005. We present this information in conjunction with the information included in our letter of transmittal, which can be found preceding this narrative, and with the state's financial statements, which follow. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Financial Highlights

- Total assets of the state of Washington exceeded its liabilities by \$19.1 billion (reported as *net assets*). Of this amount, \$3.2 billion was reported as "unrestricted net assets." Unrestricted net assets represent the amount available to be used to meet the state's ongoing obligations to citizens and creditors.
- The state of Washington's governmental funds reported combined ending fund balances of \$9.1 billion, an increase of \$910 million in comparison with the prior year.
- Unreserved fund balance for the General Fund was \$865 million, or 4.9 percent of total General Fund expenditures.
- The state's capital assets increased by \$2.1 billion while total bond debt increased by \$792 million during the current fiscal year.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the state of Washington's basic financial statements, which include three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. The focus is on both the state as a whole (government-wide) and the major individual funds. The dual perspectives allow the reader to address relevant questions, broaden a basis for comparison (year-to-year or government-to-government) and enhance the state's accountability.

Government-wide Financial Statements - The *government-wide financial statements* are designed to provide readers with a broad overview of the state of Washington's finances, in a manner similar to a private sector business.

The Statement of Net Assets presents information on all of the state of Washington's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the state of Washington is improving or deteriorating.

The Statement of Activities presents information showing how the state's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave). The Statement of Activities is focused on both the gross and net cost of various activities (including governmental, business-type and component unit). This is intended to summarize and simplify the reader's analysis of the revenues and costs of various state activities and the degree to which activities are subsidized by general revenues.

Both of these government-wide financial statements distinguish functions of the state of Washington that are principally supported by taxes and intergovernmental revenues (*governmental activities*) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (*business-type activities*). The governmental activities of the state of Washington include education, human services, transportation, natural resources, adult corrections and general government. The business-type activities of the state of Washington include the workers' compensation, unemployment compensation and health insurance programs, as well as various higher education student services such as housing and dining.

The government-wide financial statements can be found on pages C-15 through C-19 of this report.

Fund Financial Statements - A *fund* is a grouping of related accounts used to maintain control over resources that are segregated for specific activities or objectives. The state of Washington, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the state can be divided into three categories: governmental funds, proprietary funds, and fiduciary funds.

Governmental Funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for *governmental funds* with similar information presented for *governmental activities* in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between *governmental funds* and *governmental activities*.

Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for three major funds and an aggregate total for all non-major funds. The state's major governmental funds are the General Fund, Higher Education Special Revenue Fund, and the Higher Education Endowment Permanent Fund. Individual fund data for each of the non-major governmental funds is provided in the form of *combining statements* elsewhere in this report.

The governmental fund financial statements can be found on pages C-21 through C-26 of this report.

Proprietary Funds. - The state of Washington maintains two different types of proprietary funds. *Enterprise funds* are used to report the same functions presented as *business-type activities* in the government-wide financial statements. *Internal service funds* represent an accounting device used to accumulate and allocate costs internally among the state of Washington's various functions. The state of Washington uses internal service funds to account for general services such as motor pool, central stores, data processing services, and printing services. Because internal service funds predominately benefit governmental rather than business-type functions, they have been included within *governmental activities* in the government-wide financial statements.

Proprietary fund financial statements provide the same type of information as the government-wide financial statements, but in greater detail. The proprietary fund financial statements provide separate information for the Workers' Compensation Fund, Unemployment Compensation Fund, and the Higher Education Student Services Fund, which are considered to be major funds, as well as an aggregated total for all non-major enterprise funds. The internal service funds are combined for presentation purposes. Individual fund data for the state's non-major proprietary funds are provided in the form of *combining statements* elsewhere in this report.

The proprietary fund financial statements can be found on pages C-27 through C-30 of this report.

Fiduciary Funds. Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are *not* reflected in the government-wide financial statement because the resources of those funds are *not* available to support the state of Washington's own programs. Washington's fiduciary funds include state administered pension plans. The accounting used for fiduciary funds is much like that used for proprietary funds.

The fiduciary fund financial statements can be found on pages C-31 through C-32 of this report.

Component Units. Component units that are legally separate from the state and primarily serve or benefit those outside the state are discretely presented. They are either financially accountable to the state, or have relationships with the state such that exclusion would cause the state's financial statements to be misleading or incomplete. The state discretely reports one major component unit, the Washington State Public Stadium Authority, and four non-major component units. Refer to Note 1 on page C-38 for more detailed information. Individual fund data for the state's non-major component units are provided in the form of combining statements elsewhere in this report.

The financial statements for the state's component units can be found on pages C-33 through C-34 of this report.

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages C-35 through C-110 of this report.

Other required information. In addition to this discussion and analysis, this report also presents required supplementary information on budgetary comparisons, pension plan funding, and infrastructure assets reported using the modified approach. Required supplementary information can be found on pages C-111 through C-132 of this report.

The combining statements referred to earlier are presented immediately following the required supplementary information. Combining and individual fund statements and schedules can be found on pages 147 through 210 of the *Comprehensive Annual Financial Report* (CAFR).

Government-wide Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. For the state of Washington, total assets exceed liabilities by \$19.1 billion at June 30, 2005 as compared to \$15.6 billion at June 30, 2004.

The largest portion of the state's net assets (48.1 percent for Fiscal Year 2005 as compared to 53.5 percent for Fiscal Year 2004) reflects its investment in capital assets (e.g., land, buildings, machinery, and equipment), less any related debt used to acquire those assets that is still outstanding. The state of Washington uses these capital assets to provide services to citizens; consequently, these assets are *not* available for future spending. Although the state of Washington's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

State of Washington's Net Assets

(in millions of dollars)

	Govern	nmental	Busine	ss-type			
	Activ	vities	Activ	vities	To	otal	
	2005	2004	2005	2004	2005	2004	
Current and other assets	\$ 14,365	\$ 13,110	\$ 17,280	\$ 15,032	\$ 31,645	\$ 28,142	
Capital assets	23,361	21,294	1,525	1,452	24,886	22,746	
Total assets	37,726	34,404	18,805	16,484	56,531	50,888	
Long-term liabilities outstanding	12,143	11,325	19,496	18,646	31,639	29,971	
Other liabilities	3,744	3,432	2,091	1,891	5,835	5,323	
Total Liabilities	15,887	14,757	21,587	20,537	37,474	35,294	
Net assets:							
Invested in capital assets, net of							
related debt	8,655	7,817	510	522	9,165	8,339	
Restricted	4,327	3,106	2,341	1,624	6,668	4,730	
Unrestricted	8,857	8,723	(5,632)	(6,199)	3,225	2,524	
Total net assets	\$ 21,839	\$ 19,646	\$ (2,781)	\$ (4,053)	\$ 19,058	\$ 15,593	

A portion of the state of Washington's net assets (34.9 percent for Fiscal Year 2005 as compared to 30.3 percent for Fiscal Year 2004) represents resources that are subject to constitutional or external restrictions on how they may be used. The remaining balance of *unrestricted net assets* may be used to meet the state's ongoing obligations to citizens and creditors.

State of Washington's Changes in Net Assets

(in millions of dollars)

	Govern Activ		Busines Activ	• 1	Total			
	2005	2004	2005	2004	2005	2004		
Revenues:	2003	2004	2003	2004	2003	2004		
Program revenues:								
Charges for services	\$ 3.161	\$ 3,091	\$ 6,615	\$ 6,058	\$ 9,776	\$ 9,149		
Grants and contributions	8,913	8,461	69	473	8,982	8,934		
General revenues:	0,>13	0,101	0)	173	0,702	0,231		
Taxes	13,988	13,093	95	116	14,083	13,209		
Interest and investment earnings	363	294	1,249	286	1,612	580		
Total revenues	26,425	24,939	8,028	6,933	34,453	31,872		
Expenses:								
General government	(925)	(918)	-	-	(925)	(918)		
Education - K-12	(6,283)	(6,086)	-	-	(6,283)	(6,086)		
Education - higher education	(4,455)	(4,216)	-	-	(4,455)	(4,216)		
Human services	(9,852)	(9,348)	-	-	(9,852)	(9,348)		
Adult corrections	(640)	(644)	-	-	(640)	(644)		
Natural resources and recreation	(229)	(651)	-	-	(229)	(651)		
Transportation	(1,457)	(1,310)	-	-	(1,457)	(1,310)		
Intergovernmental grants	(335)	(329)	-	-	(335)	(329)		
Interest on long-term debt	(505)	(478)	-	-	(505)	(478)		
Workers' compensation	-	-	(2,407)	(2,389)	(2,407)	(2,389)		
Unemployment compensation	-	-	(870)	(1,745)	(870)	(1,745)		
Higher education student services	-	-	(1,170)	(1,130)	(1,170)	(1,130)		
Health insurance programs	-	-	(1,138)	(1,044)	(1,138)	(1,044)		
Other business-type activities			(988)	(951)	(988)	(951)		
Total expenses	(24,681)	(23,980)	(6,573)	(7,259)	(31,254)	(31,239)		
Excess (deficiency) of revenues over expenses before contributions								
to endowments and transfers	1,744	959	1,455	(326)	3,199	633		
Contributions to endowments	69	46	-	-	69	46		
Transfers	184	199	(184)	(199)	-	-		
Increase (decrease) in net assets	1,997	1,204	1,271	(525)	3,268	679		
Net assets - July 1, as restated*	19,842	18,442	(4,052)	(3,528)	15,790	14,914		
Net assets - June 30	\$ 21,839	\$ 19,646	\$ (2,781)	\$ (4,053)	\$ 19,058	\$ 15,593		

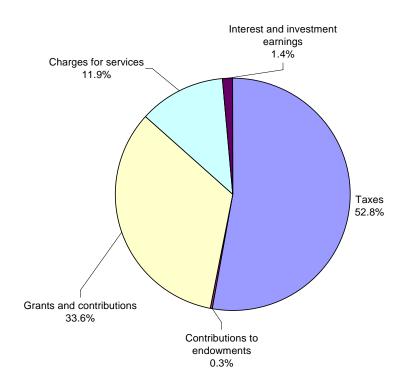
^{*}Note: Net assets as of July 1, 2004, have been restated to reflect fund-type reclassification and prior period error correction.

As previously mentioned, the state's activities are divided between governmental and business-type. The majority of support for governmental activities comes from taxes and intergovernmental grants, while business-type activities are supported primarily through user charges.

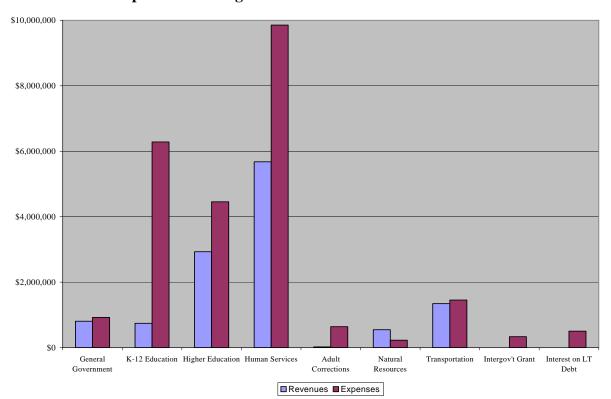
Governmental activities. Governmental activities resulted in a net increase in the state of Washington's net assets of \$2 billion. Key elements of this increase are as follows:

- Increases in tax revenues reflect strong economic and personal income growth during Fiscal Year 2005 as well as gains in employment.
- Increases in tax revenues also resulted from very strong growth in the housing sector that was attributable to low interest rates.
- A series of revenue enhancements initiated by the state in Fiscal Year 2004 continue to result in increases in taxes, as well as fines and penalties related to delinquent taxes.

Revenues by Source – Governmental Activities



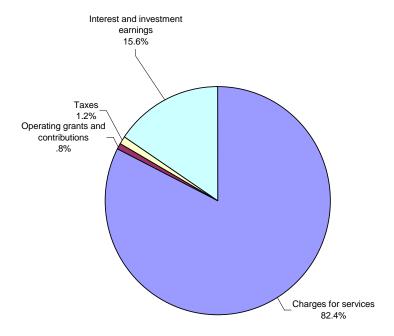
Expenses and Program Revenues - Governmental Activities



Business-type activities. Business-type activities increased the state of Washington's net assets by \$1.3 billion. Key factors contributing to this increase are:

- Earnings on investments increased by 77% in Fiscal Year 2005 compared to 2004. This increase is primarily due to higher interest rates and gains on investments.
- The state's economic recovery was reflected by a healthy reduction in unemployment. Expenditures for unemployment compensation benefits decreased by 50% in Fiscal Year 2005 compared to 2004.

Revenues by Source – Business-type Activities



\$3.500.000 \$3,000,000 \$2,500,000 \$2,000,000 \$1,500,000 \$1,000,000 \$500,000 \$0 Higher Ed Student Other Workers' Unemployment Health Insurance Compensation Compensation Services Programs

Expenses and Program Revenues – Business-type Activities

Financial Analysis of the Government's Funds

As noted earlier, the state of Washington uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

■Revenue ■Expenses

Governmental Funds. As discussed earlier, the focus of the state of Washington's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the state of Washington's financing requirements. In particular, unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

The General Fund is the chief operating fund of the state of Washington. At the end of the fiscal year, total fund balance for the General Fund equaled \$1.9 billion. Unreserved fund balance, the amount considered available to spend, totaled \$865 million. \$1 billion of the General Fund fund balance relates to certain accrued revenues and has been designated for working capital purposes. It is not considered available to spend.

The fund balance of the state of Washington's General Fund increased by \$409 million during the current fiscal year.

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State of Washington's General Fund

(in millions of dollars)

			Difference
	Fiscal	Year	Increase
	2005	2004	(Decrease)
Revenues			
Taxes	\$ 11,988	\$ 11,225	\$ 763
Federal grants	6,012	5,917	95
Investment revenue	36	5	31
Other	508	463	45
Total	18,544	17,610	934
Expenditures			
Human services	9,519	8,989	530
Education	7,243	6,977	266
Other	970	914	56
Total	17,732	16,880	852
Net transfers in (out)	(418)	(587)	169
Other financing sources	15	5	10
Net increase (decrease) in fund balance	\$ 409	\$ 148	\$ 261

The state's recovery from recession combined with state revenue enhancements measures are reflected in increased tax revenue collection. Expenditure growth continues to be limited to services and programs most vital to citizens – primarily health care, public education and economic development.

In addition to the General Fund, the state reports the Higher Education Special Revenue and Higher Education Endowment Funds as major governmental funds. The fund balance for the Higher Education Endowment Fund increased by \$210 million, which was consistent with the prior year's growth.

Non-major governmental fund revenue increased by \$306 million in Fiscal Year 2005 compared with Fiscal Year 2004 primarily related to growth in tax revenues. This revenue increase resulted in an increase of fund balance of \$116 million.

Proprietary Funds. The state of Washington's proprietary funds provide the same type of information found in the government-wide financial statements, but in more detail.

The Workers' Compensation Fund, Unemployment Compensation Fund and Higher Education Student Services Fund are major proprietary funds. The Workers' Compensation Fund reported income of \$384 million in Fiscal Year 2005. While Workers' Compensation claims expenses continued to exceed assessment revenue resulting in an operating loss, a dramatic increase in interest earnings enabled the fund to report a positive change in net assets in Fiscal Year 2005. The Unemployment Compensation Fund reported income of \$717 million in Fiscal Year 2005 compared with an income of \$111 million in Fiscal Year 2004. This reflects the reduction in the state's unemployment rate. Activity for the various non-major proprietary funds resulted in an increase to net assets of \$115 million.

General Fund Budgetary Highlights

Differences between the General Fund original budget and the final amended budget reflect adjustments to deal with the changes in the state's economy over the two-year period ended June 30, 2005. Over that two year period revenues were fairly static, and are summarized as follows:

- Estimated tax revenues increased \$39 million. This amount is the net of a decrease of \$240 million in Fiscal Year 2004, and an increase of \$279 in Fiscal Year 2005.
- Resources provided by transfers in from other funds increased by \$374 million.
- Estimated revenues from federal grants-in-aid increased by \$641 million over original estimates. However, actual revenues from federal grants were only \$95 million over the original estimates.
- Appropriated expenditures increased by \$1.1 billion. But, largely due to the failure to realize estimated federal grant revenues, actual appropriated expenditures were only \$710 million over original estimates.

Capital Asset, Infrastructure, Bond Debt Administration, and Economic Factors

Capital assets. The state of Washington's investment in capital assets for its governmental and business type activities as of June 30, 2005, amounts to \$24.9 billion (net of accumulated depreciation). This investment in capital assets includes land, infrastructure, museum and historical collections, buildings and other improvements, furnishings and equipment, as well as construction in progress.

Washington's Fiscal Year 2005 investment in capital assets, net of current year depreciation, was \$2.1 billion, including increases to the state's highway infrastructure of \$826 million and buildings of \$303 million. The state's construction in progress includes both new construction and major improvements to state infrastructure and facilities including correctional facilities, ferry vessels and terminals, and buildings on the capitol and college and university campuses. Remaining commitments on these construction projects total \$2.3 billion.

Additional information on the state of Washington's capital assets can be found in Note 6 beginning on page C-72 of this report.

State of Washington's Capital Assets (net of depreciation)

(in millions of dollars)

	Gov	ernmental	Busine	ss-type			
	Ac	ctivities	Activ	vities	Total		
	2005	2004	2005	2004	2005	2004	
Land	\$ 1,207	\$ 1,184	\$ 87	\$ 101	\$ 1,294	\$ 1,285	
Highway system infrastructure							
and other assets not depreciated	13,440	12,618	-	-	13,440	12,618	
Buildings	4,737	4,501	1,166	1,099	5,903	5,600	
Furnishings, equipment and collections	1,353	1,314	135	119	1,488	1,433	
Other improvements and miscellaneous	1,373	695	53	46	1,426	741	
Construction in progress	1,251	1,032	84	87	1,335	1,119	
Total	\$ 23,361	\$ 21,344	\$ 1,525	\$ 1,452	\$ 24,886	\$ 22,796	

Infrastructure. The state of Washington first reported infrastructure under the requirements of the Governmental Accounting Standards Board in Fiscal Year 2002. Transportation infrastructure reported includes the state highway system, emergency airfields and a short rail line. While the rail line is reported net of depreciation, the state highway system and emergency airfields are reported using the modified approach. Under the modified approach, rather than recording depreciation, asset condition is reported. The condition of these assets, along with their rating scales for pavements, bridges and airfields are further explained in the notes and required supplementary information to the financial statements.

The Department of Transportation accomplished a net addition of 33 lane miles and 6 bridges in Fiscal Year 2005. The state highway system and emergency airfields continue to meet established condition levels. No significant changes in condition levels were noted for pavements or bridges. Amounts spent during Fiscal Year 2005 to maintain/preserve these infrastructure assets were not significantly different from estimated spending plans according to the biennial budget.

Fiscal Year 2006 commitments made for ongoing infrastructure projects that extend beyond the Fiscal Year 2005 amount to \$892 million representing 549 projects.

Bond debt. At the end of Fiscal Year 2005, the state of Washington had general obligation bond debt outstanding of \$9.98 billion, an increase of 7 percent over Fiscal Year 2004. This debt is secured by a pledge of the full faith and credit of the state. Additionally, the state had authorized \$6.25 billion general obligation debt that remained unissued.

The state had revenue debt outstanding at June 30, 2005, of \$1.13 billion, an increase of \$114 million over Fiscal Year 2004. This increase is primarily related to revenue bonds issued by state colleges and universities. Revenue bond debt is secured by specific sources of revenue.

Three times during the year, the state issued general obligation debt, totaling \$1.52 billion for various capital and transportation projects as well as for refunding purposes. The state took advantage of the historically low interest rates that prevailed through Fiscal Year 2005 to refund outstanding bonds. This refunding will save taxpayers over \$39.8 million (net present value) in future interest payments. The state ranked 23rd in a list of the top 100 issuers ranked by amount financed by municipal issuers in calendar year 2004, according to The Bond Buyer's 2005 Yearbook.

State of Washington's Bond Debt

(in millions of dollars)

	Governn	nental	Busine	ss-type			
	Activi	ties	Activ	vities	Total		
	2005	2004	2005	2004	2005	2004	
General obligation (GO) bonds	\$ 9,842	\$ 9,173	\$ 138	\$ 155	\$ 9,980	\$ 9,328	
Accreted interest on zero interest							
rate GO bonds	201	178	24	21	225	199	
Revenue bonds	549	496	576	515	1,125	1,011	
Total	\$ 10,592	\$ 9,847	\$ 738	\$ 691	\$ 11,330	\$ 10,538	

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The Washington State Constitution and the Revised Code of Washington limit the amount of general obligation (GO) debt that may be issued, the latter being the most restrictive. For the fiscal year ended June 30, 2005, the maximum GO debt authorized by statutory limit was \$7.04 billion. The debt capacity remaining was \$992.97 million. Specific bond issues and types that are not secured by general state revenues, such as motor fuel tax and reimbursable bonds, are excluded from the limitation.

By statutory provision, the State Finance Committee (SFC) is authorized to supervise and control the issuance of all state bonds, notes, or other evidences of indebtedness. The SFC is composed of the Governor, Lieutenant Governor and State Treasurer, the latter serving as chairman.

As of June 30, 2005, the state of Washington's general obligation debt was rated Aa1 (negative outlook) by Moody's Investor Service, AA (stable outlook) by Standard &Poor's Rating Group (S & P), and AA by Fitch Ratings.

Additional information on the state's bond debt obligations is presented in Note 7 beginning on page C-76 of this report. Additional information on the state's legal debt limit is presented in the statistical section beginning on page 224 of the CAFR.

Economic Factors and Next Year's Budgets and Rates

- Washington's outlook for Fiscal Year 2006 is for a continuation in the strong economic growth. It reflects the impact of the long awaited recovery at both the state and national levels.
- Revenue growth in the General Fund is expected to be even stronger in the 2005-07 Biennium than in the previous biennium.
- Overall, personal income and employment are expected to continue to grow in Fiscal Year 2006.

Legislative leaders and management will consider these factors in preparing the state's budget for future years.

Requests for Information

This financial report is designed to provide a general overview of the state of Washington's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Office of Financial Management, PO Box 43113, Olympia, WA 98504-3113.